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Counsel to Ally Financial Inc. and Ally Bank

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)
) Chapter 11
)
) Case No. 12-12020 (MG)
)
) Jointly Administered
)

**NOTICE OF STIPULATION ADOPTING UNIFORM PROTECTIVE ORDER
FOR EXAMINER DISCOVERY FOR PURPOSES OF DISCOVERY
OF ALLY FINANCIAL INC. BY THE TRIAXX ENTITIES**

PLEASE TAKE NOTICE that Ally Financial and its non-debtor subsidiaries and affiliates (collectively, "Ally") and Triaxx Prime CDO 2006-1, LLC, Triaxx Prime CDO 2006-2, LLC and Triaxx Prime CDO 2007-1, LLC (collectively, "Triaxx") hereby file the *Stipulation Adopting Uniform Protective Order for Examiner Discovery for Purposes of Discovery of Ally Financial Inc. by the Triaxx Entities*, attached hereto as Exhibit A, in connection with the *Order*

(I) Granting Examiner Authority to Issue Subpoenas for the Production of Documents and Authorizing the Examination of Persons and Entities, (II) Establishing Procedures for Responding to Those Subpoenas (III) Approving Establishment of a Document Depository and Procedures to Govern Use, and (IV) Approving Protective Order, dated August 20, 2012 [ECF No. 1223].

Dated: October 16, 2012
New York, New York

Respectfully Submitted,

/s/ Patrick M. Bryan
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Counsel to Ally Financial Inc. and Ally Bank

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	-----	X
	:	
In re:	:	Chapter 11
	:	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered
	:	
	-----	X

**STIPULATION ADOPTING UNIFORM PROTECTIVE ORDER FOR EXAMINER
DISCOVERY FOR PURPOSES OF DISCOVERY OF
ALLY FINANCIAL INC. BY THE TRIAXX ENTITIES**

Non-Debtor Ally Financial Inc. and its non-debtor affiliates ("Ally") and Triaxx Prime CDO 2006-1, LLC, Triaxx Prime CDO 2006-2, LLC and Triaxx Prime CDO 2007-1, LLC (collectively, "Triaxx") hereby stipulate to and adopt by reference the terms and conditions of the Order [Docket 1223] and Uniform Protective Order for Examiner Discovery [Docket No. 1223-1] such that these terms and conditions shall govern the disclosure, discovery, production, and use of documents and other information provided by Ally to Triaxx in the above referenced chapter 11 cases.

For the avoidance of doubt, Triaxx stipulates and agrees that its legal or financial Advisor may receive material designated Professional Eyes Only if such legal or financial Advisor is not (a) currently assisting and will not later assist Triaxx or any party in any mortgage related litigation against the Debtors, Ally Financial Inc., or their affiliates, and (b) is not itself a party nor does it intend to be a party in any mortgage-backed securities litigation against the Debtors, Ally Financial Inc. or their affiliates; provided, however, that the legal or financial Advisor will not share the Professionals' Eyes Only information with Triaxx or Triaxx's legal or financial

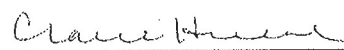
advisors who are assisting Triaxx or any party in any mortgage-backed securities litigation against the Debtors, Ally Financial Inc., or their affiliates.

Triaxx further stipulates that all materials contained in the Examiner's Document Repository that do not relate to Debtors' RMBS Settlement/9019 Motion shall be treated as outside counsels' eyes only notwithstanding any provision of the Protective Order to the contrary.

Respectfully submitted,

Dated: October 16, 2012

MILLER & WRUBEL P.C.

By: 

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Attorneys for the Triaxx Entities

Dated: October 16, 2012

KIRKLAND & ELLIS LLP

By: 

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Attorneys for Non-Debtor Ally Financial Inc.

Dated: _____, 2012

SO ORDERED:

Honorable Martin Glenn
United States Bankruptcy Judge